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September 28, 2004

VIA HAND DELIVERY

Hon. Pat Miller
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re. *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc and Time Warner Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No 04-00319

Dear Chairman Miller.

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Time Warner and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated February 22, 2003. The Amendment relates to Local Portability recovery.

Thank you for your attention to this matter.

Sincerely yours,

Guy M. Hicks

cc Tim Davis, Time Warner Telecom
Carolyn Marek, Time Warner Telecom

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc and Time Warner Telecom Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND TIME WARNER TELECOM
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, Time Warner Telecom ("Time Warner") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated February 22, 2003 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Time Warner and BellSouth state the following:

1. Time Warner and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Time Warner. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on May 12, 2003.

2. The parties have recently negotiated an Amendment to the Agreement which relates to Local Portability recovery. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Time Warner and BellSouth are submitting their Amendment to the TRA for its consideration and approval.

The Amendment provides that either or both of the parties are authorized to submit this Amendment to the TRA for approval.

4 In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and Time Warner within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Time Warner and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act and FCC Order 04-164, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Time Warner and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 28th day of Sept, 2004.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC

By. 

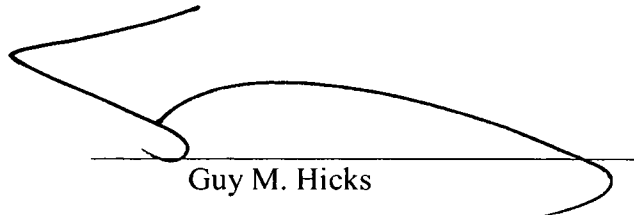
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 28th day of Sept, 2004:

Tina Davis
Vice President and Deputy
General Counsel
Time Warner Telecom
10475 Park Meadow Drive
Littleton, CO 80124

Carolyn Marek,
Vice President Regulatory, Southeast
Time Warner Telecom
233 Bramerton Court
Franklin, TN 37069



Guy M. Hicks

**Amendment
To the
Interconnection Agreement
Between
Time Warner Telecom of the Mid-South LLC
and
BellSouth Telecommunications, Inc.
Dated February 22, 2003**

Pursuant to this Amendment, (the "Amendment"), Time Warner Telecom of the Mid-South LLC (TWTC), and BellSouth Telecommunications, Inc ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated February 22, 2003 ("Agreement") to be effective with the last signature executing the Amendment

WHEREAS, BellSouth and TWTC entered into the Agreement on February 22, 2003, and,

WHEREAS, BellSouth and TWTC are amending the Agreement to modify Local Number Portability (LNP) recovery charge pursuant to the Order in the matter of the Telephone Number Portability BellSouth Corporation Petition for Declaratory Ruling and/or Waiver, CC Docket No. 95-116, released April 13, 2004;

NOW, THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

- 1 The Parties agree to delete in their entirety all rate elements and USOCs identified as "Local Number Portability charges" in Exhibit A of Attachment 2, as specified by the following USOCs: LNPCX, LNPCP, LNPCN, and LNPCC.
2. The Parties agree to add the following language to Section 4 as Section 4.1.1 of Attachment 2 and Section 5 as Section 5.4 5 of Attachment 2:
 - In addition to other charges specified in this Agreement for Local Number Portability TWTC shall pay to BellSouth the Local Number Portability charges as set forth in Section 13 of the BellSouth FCC No. 1 Tariff;
3. All of the other provisions of the Agreement dated February 22, 2003 shall remain unchanged and in full force and effect.
- 4 Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996

MS & TN – LNP Recovery Amendment
Signature Page

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be
executed by their respective duly authorized representatives on the date indicated below

BellSouth Telecommunications, Inc.	Time Warner Telecom of the Mid-South LLC
	By Time Warner Telecom Holdings Inc , its sole member
By <i>[Signature]</i>	By <i>[Signature]</i>
Name <i>Kristen E Rowe</i>	Name.
Title <i>Director</i>	Title <i>Tina Davis</i>
Date <i>8/6/04</i>	Date. <i>Vice President and General Counsel 8/4/04</i>